

Hearing Date: November 19, 2012 at 10:00 a.m. (ET)  
Objection Deadline: October 29, 2012 at 5:00 p.m. (ET)

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Corporation, and Acacia Life Insurance Company*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

(Jointly Administered)

Re: Doc. No. 61

**JOINDER OF UNION CENTRAL LIFE INSURANCE COMPANY,  
AMERITAS LIFE INSURANCE CORP., AND ACACIA LIFE  
INSURANCE COMPANY TO LEAD PLAINTIFF'S LIMITED  
OBJECTION TO DEBTORS' MOTION TO APPROVE SALE  
OF ASSETS PURSUANT TO (A) THE ASSET PURCHASE  
AGREEMENT WITH OCWEN LOAN SERVICING, LLC  
[PLATFORM ASSETS] AND (B) THE ASSET PURCHASE  
AGREEMENT WITH BERKSHIRE  
HATHAWAY INC. [WHOLE LOAN ASSETS]**

1. Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company (collectively "Union Central"), plaintiffs in the civil action styled as *Union Cent. Life Ins. Co. et al. v. Credit Suisse First Boston Mortg. Sec. Corp. et al.*,

pending in the United States District Court for the Southern District of New York, Case No. 11-CV-2890 (GBD) (the “Union Central Action”), hereby join (the “Joinder”) in the *Lead Plaintiff’s Limited Objection to Debtors’ Motion to Approve Sale of Assets Pursuant to (A) the Asset Purchase Agreement with Ocwen Loan Servicing, LLC and (B) the Asset Purchase Agreement with Berkshire Hathaway Inc.* (the “Lead Plaintiff Limited Objection”)<sup>1</sup> filed by New Jersey Carpenters Health Fund (the “Lead Plaintiff”), on behalf of itself and the Class in opposition to the Debtors’ Motion Authorizing, *inter alia*, the sale of certain assets and approving asset purchase agreements (the “Sale Motion”) [Doc. No. 61], the order approving the sale procedures [Doc. No. 538] and the proposed asset purchase agreements with Nationstar Mortgage LLC [Doc. No. 534] and Berkshire Hathaway Inc. [Doc. No. 535].

2. The procedural history of the Union Central Action is set forth in detail in the *Joinder of Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company to Objection of New Jersey Carpenters Health Fund to Debtors’ Motion to Extend the Automatic Stay or, in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain Litigation Against Debtors’ Directors and Officers and Non-Debtor Corporate Affiliates*, Adv. Pro. No. 12-ap-01671(MG) [Doc. No. 42] and is incorporated herein by reference.

3. Union Central does not object to the relief requested in the Sale Motion, but requests that any order granting, in whole or in part, the relief requested provide (i) an appropriate protocol, policy or mechanism for the retention, preservation and protection of books, records and other documents, in whatever form or format that may be transferred as part

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Lead Plaintiff Limited Objection.

of the sale under the Nationstar APA (defined in the Lead Plaintiff Limited Objection)<sup>2</sup> or the Berkshire APA (defined in the Lead Plaintiff Limited Objection) and (ii) that notice be given to Union Central and other parties in interest of, and an opportunity to object to and be heard on, any efforts by the Sellers or the Purchaser (as defined in the respective APA) to destroy or abandon any of the foregoing documents (including those copies or originals retained by the Debtors, if any).

Dated: October 29, 2012  
New York, New York

Respectfully submitted,

/s/ Michael S. Etkin  
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<sup>2</sup> On October 24, 2012, Ocwen Loan Servicing LLC (“Ocwen”) was the successful bidder for the assets described in the Nationstar APA. As of the date of the submission of this Limited Objection, Ocwen has not filed an amended APA. Should Ocwen file an amended APA, Union Central reserves the right to further object thereto to the extent it differs with the relevant provisions of the Nationstar APA. Accordingly, “Nationstar APA” shall mean any APA filed by Ocwen.